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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

JPA NO. 111 CO., LTD. and
JPA NO. 49 CO., LTD.,

Debtors.¹

Chapter 11

Case No.: 21-12075 (DSJ)

(Jointly Administered)

**NOTICE OF FILING OF (I) REVISED STALKING
HORSE PURCHASE AGREEMENT AND (II) REVISED PROPOSED
SALE ORDER IN CONNECTION WITH THE DEBTORS' PROPOSED SALE**

PLEASE TAKE NOTICE that on March 8, 2022, JPA No. 111 Co., Ltd. ("Debtor MSN 067 Owner") and JPA No. 49 Co., Ltd. ("Debtor MSN 173 Owner" and, together with Debtor MSN 067 Owner, the "Debtors"), as debtors and debtors in possession in the above-captioned cases, filed the *Notice of Cancellation of Auction and Designation of Stalking Horse Bidder as Successful Bidder Pursuant to Revised Stalking Horse Bid* [Docket No. 149] pursuant to which the Stalking Horse Bidder was designated as the Successful Bidder² (the "Proposed Purchaser") for the Debtors' sale of the Purchased Assets (the "Proposed Sale").

¹ The Debtors in these Chapter 11 Cases are: JPA No. 111 Co., Ltd. and JPA No. 49 Co., Ltd. The Debtors' corporate address is: Kasumigaseki Common Gate West Tower, 3-2-1 Kasumigaseki, Chiyoda-Ku, Tokyo 100-0013.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Order (A) *Approving Bidding Procedures Relating to the Sale Of Substantially All of the Debtors' Assets*; (B) *Establishing Stalking Horse Bidders and Approving Bid Protections*; (C) *Approving Procedures of the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases*; (D) *Authorizing Enforcement Actions*; (E) *Scheduling an Auction and Sale Hearing*; and (F) *Approving the Form and Manner of Notice Thereof* [Docket No. 102] (the "Bidding Procedures Order").

PLEASE TAKE FURTHER NOTICE that attached hereto are copies of the following documents, in substantially final form, relating to the Proposed Sale:

- **Exhibit A:** the form of the revised Stalking Horse Purchase Agreement relating to Debtor MSN 067 Owner (the "Revised Stalking Horse Purchase Agreement");³
- **Exhibit B:** a redline of the Revised Stalking Horse Purchase Agreement showing changes from the form of the Stalking Horse Purchase Agreement previously filed by the Debtors;
- **Exhibit C:** the revised proposed form of order approving the Proposed Sale (the "Revised Proposed Sale Order"); and
- **Exhibit D:** a redline of the Revised Proposed Sale Order showing changes from the form of proposed sale order previously filed by the Debtors.

PLEASE TAKE FURTHER NOTICE that the substantially final forms of the Revised Stalking Horse Purchase Agreement and Revised Proposed Sale Order may be further revised as a result of ongoing negotiations and/or the Court's ruling at the Sale Hearing. The Debtors will file modifications, if any, in advance of the Sale Hearing.

Dated: March 11, 2022
New York, New York

JPA NO. 111 CO., LTD. and
JPA NO. 49 CO., LTD.
Debtors and Debtors in Possession
By their Counsel
TOGUT, SEGAL & SEGAL LLP
By:

/s/ Kyle J. Ortiz
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³ The form of the Revised Stalking Horse Purchase Agreement relating to Debtor MSN 173 Owner is substantially identical to the Revised Stalking Horse Purchase Agreement relating to Debtor MSN 067 Owner.